

Little Traverse Bay Bands of Odawa Indians
Department of Commerce

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ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of WOS 2003-07, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Tribal Business Codes of the Little Traverse Bay Bands of Odawa Indians, WOS 2003-07.

ARTICLE III

The total authorized shares:

1. Common Shares _____

Preferred Shares _____

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The address of the registered office is:

_____, Michigan _____
(Street Address) (City) (Zip Code)

2. The mailing address of the registered office, if different than above:

_____, Michigan _____

3. The name of the resident agent at the registered office is: _____

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

Residence or Business Address

ARTICLE VI (Optional, Delete if not applicable)

When a compromise or arrangement or a plan of reorganizations of this corporations is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the Tribe, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctions by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or clas of shareholders and also on this corporation.

ARTICLE VII (Optional, Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding share having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all share entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for dtermining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consent dated not more than 10 days before the record date and signed by a usfficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail; return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 3.122.

The space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the incorporator(s) sign my (our) name(s) this _____ day of _____, _____.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Name of person or organization remitting fees:

Preparer's name and business telephone number:

INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Articles of Incorporation. A document required or permitted to be filed under the Tribal Business Codes cannot be filed unless it contains the minimum information required by the Codes. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and departmental staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Department of Commerce. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.
3. This document is to be used pursuant to the provisions of the Tribal Business Codes, by one or more persons for the purpose of forming a domestic profit corporation.
4. Article I - The corporate name of a domestic profit corporation is required to contain one of the following words or abbreviations: "Corporation", "Company", "Incorporated", "Limited", "Corp.", "Co.", "Inc.", or "Ltd.".
5. Article II - State, in general terms, the character of the particular business to be carried on. Under Section ***(*) of the Codes, it is sufficient to state substantially, alone or with specifically enumerated purposes, that the corporation may engage in any activity within the purposes for which corporations may be formed under the Code. The Code requires, however, that educational corporations state their specific intentions.
6. Article III - Indicate the total number of shares which the corporation has authority to issue. If there is more than one class or series of shares, state the relative rights, preferences and limitations of the shares of each class in Article III(2).
7. Article IV - A post office box may not be designated as the address of the registered office.
8. Article V - The Code requires one or more incorporators. Educational corporations are required to have at least three (3) incorporators. The address(es) should include a street number and name (or other designation), city and state.
9. The duration of the corporation should be stated in the Articles only if not perpetual.
10. This document is effective on the date endorsed "filed" by the Department of Commerce. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
11. The Articles must be signed by each incorporator. The names of the incorporators as set out in Article V should correspond with the signatures.
12. FEES: Make remittance payable to 'LTBB Dept. of Commerce'. Include corporation name on check or money order.

NONREFUNDABLE FEE\$10.00
ORGANIZATIONAL FEE: first 60,000 authorized shares or portion thereof\$50.00
TOTAL MINIMUM FEE\$60.00
ADDITIONAL ORGANIZATIONS FEE FOR AUTHORIZED SHARES OVER 60,000:
each additional 20,000 authorized shares or portion thereof\$30.00
maximum fee per filing for first 10,000,000 authorized shares\$5,000.00
each additional 20,000 authorized shares or portion thereof in excess of
10,000,000 shares\$30.00
maximum fee per filing for authorized shares in excess of 10,000,000 shares\$200,000.00

To submit by mail:
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Harbor Springs, MI 49740

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Petoskey, MI 49770
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